

**CONSTITUTION OF THE
NEWCASTLE DISTRICT GOLF ASSOCIATION INCORPORATED**
INCORPORATED UNDER THE ASSOCIATIONS INCORPORATION ACT 1984
Registered Number: Y 2897428

ARTICLES

NAME

1. The name of the Association is Newcastle District Golf Association Incorporated.

INTERPRETATION

2. (a) In these articles, except in so far as the context or subject-matter otherwise indicates or requires:

"The Association" means Newcastle District Golf Association Incorporated.

"The Act" means the Associations Incorporation Act 1984.

"The Regulation" means the Associations Incorporation Regulations 1985.

"The General Committee" means the Committee of Management referred to in Article 16 of these articles.

"The Executive Committee" means the Executive Committee pursuant to Article 16 of these articles.

"Commission" means the Corporate Affairs Commission constituted by the Corporate Affairs Commission Act 1981.

"State Association" means Golf NSW Limited.

"General Meetings" means the meetings held in accordance with these articles.

"Annual General Meeting" is the meeting held in accordance with these articles.

"Special General Meeting" means a meeting other than a General Meeting or an Annual General Meeting.

"Member" means each Club which has affiliated with the Association.

"Secretary" means the person holding office under the articles as secretary of the association.

"General Meeting" means a meeting where representatives of the Member Clubs attend and transact business.

- (b) In these articles:
 - (i) a reference to a function includes a reference to a power, authority and a duty; and
 - (ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the Interpretation Act, 1987, apply to and in respect of these articles in the same manner as those provisions would so apply if these articles were an instrument made under the Act.

OBJECTS

3. The objects for which the Association is established are:
 - (a) To Affiliate with and render support to and recognise the State Association as the governing body of the game of Golf in New South Wales.
 - (b) To promote and conserve the best interests and true spirit of the game of golf as embodied in its ancient and honorable traditions and in accordance with the rules adopted from time to time by the Royal and Ancient Golf Club of St Andrews in Scotland.
 - (c) To advance and develop the game of golf throughout the Newcastle District of New South Wales.
 - (d) To adopt enforce and interpret the rules for the playing of the game of golf.
 - (e) To arrange administer and control all major golf tournaments including open competitions and junior tournaments in the District and to render such assistance to Member Clubs as may be required from time to time.
 - (f) To arrange administer and jointly control Inter District matches with other District Associations.
 - (g) To regulate and control the uniform handicapping and course rating systems prescribed from time to time by the Australian Golf Union.
 - (h) To decide upon any question or dispute relating to the game of golf referred to it by any member club subject to the overall authority on such matters.
 - (i) To adhere to the fixture list of the State Association as determined and published by that Association annually so as to avoid, where possible, conducting tournaments which conflict with State Golfing events specified in the fixture list of the said Association.
 - (j) To appoint such Committees or Sub Committees either from within or without the General Committee as may from time to time be considered advisable to assist the Executive Committee in carrying out these objects.
 - (k) To carry out, perform and exercise such other objects, duties and powers as may be assigned or delegated to it by the State Association.
 - (l) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (m) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - (n) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the

Association;

- (o) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connections of any such persons and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
 - (p) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
 - (q) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and to purchase, redeem or pay off any such securities.
 - (r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
 - (s) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
 - (t) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, on any part of the Association's property whatsoever kind sold by purchasers and others.
 - (u) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
 - (v) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient and as are lawful for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise.
 - (w) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
 - (x) To make donations for patriotic or charitable purposes.
 - (y) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as hereinbefore set forth; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided however that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration, to any officer or servant of the Association, in return for any services actually rendered to the Association but so that no member of the Committee of the Association, shall be paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Committee except as provided in Article 44.

QUALIFICATIONS FOR MEMBERSHIP

- 5. (a) Only those Golf Clubs who meet the requirements of the Newcastle District Golf Association pursuant to Articles 6 shall be eligible for membership of the Association.
- (b) Any Golf Club that was recorded as a member on the register of members of the unincorporated Association known as the Newcastle District Golf Association immediately

prior to the grant to the Association of a Certificate under Section 10 of the Act together with any other Golf Clubs which from time to time become members of the Association in accordance with these articles shall be members of the Association.

APPLICATION FOR MEMBERSHIP

6. (a) Application for membership of the Association shall be made in writing to the secretary in the form set out in Appendix 1 accompanied by the Constitution (or Memorandum and Articles of Association), by-laws (if any), score card, line drawing of the course, evidence of tenure and such other information as the General Committee may prescribe.
- (b) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the General Committee which shall determine whether to approve or to reject the nomination.
- (c) Where the General Committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of twenty-eight (28) days after receipt by the nominee of the notification the sum payable under these articles by a member as the entrance fee and the annual subscription.
- (d) The secretary shall, on payment by the nominee of the amounts referred to in clause 12(a) within the period referred to in that clause enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

CESSATION OF MEMBERSHIP

7. A golf club ceases to be a member of the Association if it:
 - (a) is dissolved or if being a company it resolves to go into voluntary liquidation or an order for the liquidation of the company is made;
 - (b) resigns that membership; or
 - (c) is expelled from the Association.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

8. A right, privilege or obligation which a member has by reason of being a member of the Association:
 - (a) is not capable of being transferred or transmitted to another golf club or person; and
 - (b) terminates upon cessation of membership of the Association.

RESIGNATION OF MEMBERSHIP

9. (a) A member of the Association is not entitled to resign that membership except in accordance with this article.
- (b) A member of the Association which has paid all amounts payable by the member of the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to

be a member.

- (c) Where a member of the Association ceases to be a member pursuant to clause (b), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

- 10. (a) The secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each golf club which is a member of the Association together with the date on which the golf club became a member.
- (b) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by a delegate of any member of the Association (as hereinafter provided) at any reasonable hour.

DELEGATES

- 11. Each member of the Association may be represented at all General Meetings only by a delegate or delegates appointed by notice in writing by the member and given to the Secretary. The maximum number of delegates which a member may appoint shall be two (2).

FEEES, SUBSCRIPTIONS ETC.

- 12. The membership fees annually payable by Member Clubs of the Association shall be
 - (a) Such sum as the Association in General Meeting shall either by way of subscription or Entrance fee from time to time determine, together with
 - (b) Such sum by way of capitation fee as the State Association shall decide upon from time to time for each Club member of the Member Club who has playing rights on the course of the member club irrespective of how restricted such playing rights may be.
- 13. Membership fees shall fall due on the 1st July each year. Each member Club shall pay the Association the total fees due by Article 12 clauses (a) and (b) not later than 31st August each year. The Association shall pay the State Association the total amount of fees due to that Association by Article 12 clause (b) not later than 28 days after receipt of the State Association's invoice each year.

MEMBERS' LIABILITIES

- 14. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Article 12.

DISCIPLINING OF MEMBERS AND RESOLUTION OF INTERNAL DISPUTES

- 15. (a) Where the General Committee is of the opinion that a member of the Association:
 - (i) has persistently refused or neglected to comply with a provision or provisions of these articles; or

- (ii) has persistently and willfully acted in a manner prejudicial to the interests of the Association,
- (iii) the General Committee will write to the member giving 14 days to reply. If no reply is received or the reply is not satisfactory;

The General Committee may by resolution:

- (1) expel the member from the Association; or
 - (2) suspend the member from membership of the association for a specified period.
- (b) A resolution of the General Committee under clause (a) is of no effect unless the General Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (c), confirms the resolution in accordance with this article.
 - (c) Where the General Committee passes a resolution under clause (a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (i) setting out the resolution of the General Committee and the grounds on which it is based;
 - (ii) stating that a delegate or delegates of the member may address the General Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that the member may do either or both of the following:
 - (1) have its delegate or delegates attend and speak at that meeting;
 - (2) submit to the General Committee at or prior to the date of that meeting written representations relating to the resolution.
 - (d) At a meeting of the General Committee held as referred to in clause (c) of this article General Committee shall:
 - (i) give to the delegate or delegates of the member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the General Committee by the member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution.
 - (e) Where the General Committee confirms a resolution under clause (d), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that fact.
 - (f) Disputes between members (in their capacity as members) of the Association may be referred to the General Committee for resolution, and failing resolution may in the absolute discretion of the General Committee be referred to the State Association for resolution.

THE GENERAL COMMITTEE AND THE EXECUTIVE COMMITTEE POWERS OF THE GENERAL COMMITTEE AND EXECUTIVE COMMITTEE

16. The Committee of Management of the Association shall be called the General Committee and subject to the Act, the Regulation, and these articles and any resolution passed by the Association in General Meeting:-
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these articles to be exercised by a general meeting of members of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the General Committee to be necessary or desirable for the proper management of the affairs of the Association and to carry out all activities and duties as laid down by the members at the

General Meeting.

- (d) has the power to make By-laws not inconsistent with these articles for the administration of the business and affairs of the Association. A By-law shall not be effective until a copy of the By-law certified under the hand of the Secretary has been sent to all members of the Association. A By-law may be rescinded by the General Committee or by a resolution passed by a simple majority at a general meeting.
- (e) The Executive Committee shall consist of the Office-Bearers of the Association and shall meet whenever required but they shall only transact business of an urgent nature relating to the conduct of Association golf tournaments or business of a similar nature or such other business as may be specifically delegated to it by the General Committee from time to time.
- (f) The Executive Committee shall have the power to co-opt any person or persons to assist the committee to carry out its duties.
- (g) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a delegate or a member of the Association to fill the vacancy and the delegate so appointed shall hold office, subject to these articles, until the conclusion of the annual general meeting next following the date of the appointment.

CONSTITUTION AND MEMBERSHIP OF THE GENERAL COMMITTEE

- 17. (a) Subject in the case of the first members of the General committee to Section 21 of the Act, the General Committee shall consist of :-
 - (i) the Office-Bearers of the Association; and
 - (ii) two (2) representatives from each member
 - (iii) only financial members of member clubs shall be eligible to be Office-Bearers and delegates to the General Committee.
- (b) the Office-Bearers of the Association are to be:
 - (i) the President
 - (ii) the Vice-President
 - (iii) the Honorary Treasurer
 - (iv) the Honorary Secretary and
 - (v) the Junior Promotions Officer
- (c) Each Office-Bearer of the Executive Committee shall, subject to these articles, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election; except that the President, Vice-President, Junior's Promotion Officer may hold office for a maximum of six consecutive years but shall be eligible for re-election after the expiry of one year.

ELECTION OF MEMBERS OF THE COMMITTEE

- 18. (a) Nominations of candidates for election as Office-Bearers of the Association:
 - (i) shall be made in writing, signed by at least one delegate from each of 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place, or
 - (iii) where paragraph (b) of this articles applies nominated at the Annual General Meeting;

- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (c) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of Office-Bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct but using the “first past the post” system of voting.
- (g) At the Annual General Meeting a Patron, Honorary Auditor, Honorary Solicitor, Representative to the State Association and Honorary Coaches shall be appointed.

SECRETARY

- 19. (a) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (b) It is the duty of the Secretary to keep minutes of:
 - (i) all appointments of office-bearers and members of the committee;
 - (ii) the names of members of the committee present at a committee meeting or a general meeting; and
 - (iii) all proceedings at committee meetings and general meetings.
 - (iv) Be responsible for all association correspondence.
- (c) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

- 20. It is the duty of the Treasurer of the Association to ensure that:
 - (a) all money due to the Association is collected and received and that all payments authorized by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

CASUAL VACANCIES

- 21. For the purposes of these articles, a casual vacancy in the office of a member of the Executive Committee occurs if the person who holds that office:
 - (a) dies;
 - (b) the member of the Association of which the person is a delegate ceases to be a member of the Association;
 - (c) becomes bankrupt or insolvent under administration;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under Article 22;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
- (h) fails to comply with the requirements of Article 45.

REMOVAL OF MEMBER OF THE EXECUTIVE COMMITTEE

- 22. (a) The Association in general meeting may by resolution remove any Office Bearer of the Executive committee from office before the expiration of the term of office of that person and may by resolution appoint another person who is a member of a member to hold office until the expiration of the term of office of the person so removed.
- (b) Where a member of the committee to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President must send a copy of the representations to each member of the Association and the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

- 23. (a) The General committee shall meet at least 8 times in each period of 12 months at such place and time as the General Committee may determine.
- (b) Additional meetings of the General Committee may be convened by the President and any two (2) members.
- (c) Oral or written notice of a meeting of the General Committee shall be given by the Secretary to each member of the General Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the General Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the General Committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 5 members of the association constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business shall be transacted by the General Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (h) At a meeting of the General Committee:
 - (i) the President or, in the President's absence, the Vice-President shall preside; or
 - (ii) if both the President and the Vice-President are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 24. (a) The Executive Committee may, by instrument in writing, delegate to one or more sub-

committees (consisting of such persons or delegates of members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a subcommittee under this article may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance-with the terms of the delegation.
 - (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (d) Notwithstanding any delegation under this article, the committee may continue to exercise any function delegated.
 - (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this article has the same force and effect as it would have if it had been done or suffered by the committee.
 - (f) The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this article.
 - (g) A sub-committee may meet and adjourn as it thinks proper.
 - (h) The President, Vice-President and Secretary shall be ex officio a member of all sub-committees.

VOTING AND DECISIONS

- 25. (a) Questions arising at a meeting of the Executive Committee, the General Committee or of any sub-committee appointed by the General or Executive Committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the General or Executive Committees (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to Article 23(e) the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or General Committee or by a sub-committee appointed by those committees, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or General committee or sub-committee.

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

- 26. (a) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 1 month after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (b) The Association shall hold its first annual general meeting:
 - (i) within the period of 18 months after its incorporation under the Act; and

- (ii) within the period of 2 months after the expiration of the first financial year of the Association.
- (c) Clauses (a) and (b) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.
- (d) General Meetings are meetings where one or more financial members of Member clubs are represented

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

27. (a) The annual general meeting of the Association shall, subject to the Act and to Article 26 be convened on such date and at such place and time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
 - (iii) to elect office-bearers of the committee of the Association; and to appoint delegates to the State Association, Patron Honorary Auditor, Honorary Solicitor and Honorary Coaches.
 - (iv) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act namely a statement which is not misleading and which gives a true and fair view of the following:
 - (1) the income and expenditure of the Association during its last financial year;
 - (2) the assets and liabilities of the Association at the end of its last financial year.
 - (3) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year.
 - (4) in respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year of the Association;
 - a) the income and expenditure of the trust during that period;
 - b) the assets and liabilities of the trust during that period;
 - c) the mortgages, charges and other securities of description affecting any of the property of the trust at the end of that period.
- (c) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

28. (a) The Executive and General Committees may, whenever they think fit, convene a special general meeting of the Association
- (b) The Executive Committee shall, on the requisition in writing of not less than 5 members convene a special general meeting of the Association
- (c) A requisition of members for a special general meeting:
- (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the members making the requisition;
 - (iii) shall be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Executive Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the

Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (e) A special general meeting convened by a member or members as referred to in clause (d) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
29. (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Article 27(b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

30. (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these articles to vote is present during the time the meeting is considering that item.
- (b) Delegates present in person representing five (5) members constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegates present (representing not less than (5) members shall constitute a quorum.

PRESIDING MEMBER

31. (a) The President or, in the President's absence the Vice President, shall preside as chairperson at each general meeting of the Association.
- (b) If the President and the Vice-President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

32. (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of the delegates representing a majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for fourteen (14) days or more the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

33. (a) A question arising at a general meeting of the Association shall be determined on a show of hands of the delegates and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association, a poll may be demanded by the Chairperson or by delegates present in person at the meeting representing not less than three (3) members.
- (c) Where a poll is demanded at a general meeting, the poll shall be taken:-
- (i) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

34. A resolution of the Association is a special resolution if -
- (a) it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under these articles so to do, vote at a general meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these articles; or
 - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

VOTING

35. (a) At all general meetings of the Association each member shall be entitled to be represented by the number of voting delegates determined in accordance with Article 11 whose appointment shall be certified in advance of the meeting by such member to the Secretary and upon any question arising at a general meeting of the Association other than a Special

Resolution (in which case each member shall be entitled to only one vote) each delegate shall be entitled to two votes.

- (b) All votes shall be given personally.
- (c) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or delegate of a member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association (including the annual membership fee) has been paid.
- (e) In the case of a member which is represented by a delegate who is also an office bearer of the Executive Committee of the Association such office bearer shall be entitled to one vote whether for a special resolution or an ordinary resolution as such office bearer in addition to his vote or votes as such delegate,.

MISCELLANEOUS

- 36. (a) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (b) In addition to the insurance required under clause (a), the Association may effect and maintain other insurance.

FUNDS - SOURCE

- 37. (a) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the General Committee determines.
- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

- 38. (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the General Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, with the exception of payments made using the NDGA Debit Card, shall be signed by any two (2) members of the Executive Committee.
- (c) Debit Cards may be issued to selected members of the executive committee subject to approval of the General Committee and their use shall be monitored by the Treasurer in accordance with Article 20

ALTERATION OF OBJECTS AND ARTICLES

- 39. The statement of objects and these articles may be altered, rescinded or added to only by a special resolution of the Association.

CUSTODY OF BOOKS, ETC.

40. Except as otherwise provided by these articles, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF BOOKS, ETC.

41. The records, books and other documents of the Association shall be open to inspection, free of charge, by a delegate of a member of the Association at any reasonable hour.

SERVICE OF NOTICES

42. (a) For the purpose of these articles, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a member, a delegate of a member or any person by properly addressing, prepaying and posting to the member, the delegate of a member or the person (as the case may be) a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these articles to have been served on the member, the delegate of the member or the person (as the case may be) at the time at which the letter would have been delivered in the ordinary course of post.

PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

43. A member of the Executive and General Committees shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except:
- (a) payment of out-of-pocket expenses and such other payments that the committee may grant;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

VACATION OF OFFICE

44. Without limiting the operation of Article 21, the office of a member of the Executive of General Committee shall become vacant if:
- (a) the member holds an office of profit in the Association;
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

ALLOCATION OF COMPETITIONS AND EVENTS

45. (a) The Association at its October General Meeting shall approve dates and venues for the Association Championships and other Association events as submitted by the Executive Committee and State Association.
- (b) At the October general meeting member clubs shall be allocated dates for annual open, and other competitions.
- (c) All such events and dates shall be set out as the Association Fixture List. No member club

shall move any event as set out on the Fixture List to another date without the prior consent of the General Committee.

- (d) Member clubs shall not program any open or major club event over any event on the Fixture List unless due to extraordinary circumstances the General Committee has granted the member the right to do so.
- (e) Member clubs shall not program any open event or allow courses to be used for open events on any particular weekend between the first and last dates on the Fixture List without the consent of the General Committee.
- (f) Members may apply to the October general meeting or to the General Committee to hold special open weekends. Such events if granted may be included in the Fixture List but shall not be deemed as Association events.

SOCIAL GOLF CLUBS

46. In order that there shall be control over Social Golf Clubs which have no course of their own, the Committee may affiliate such Social Golf Clubs as shall be considered desirable. Such clubs will be required to pay such sum for each member as shall be determined by the General Committee. This affiliation does not give the said Social Golf Clubs any rights other than to make necessary arrangements with the member clubs regarding the playing of Social games and competitions amongst themselves.

LIFE MEMBERSHIP

47. (a) The General Committee, upon the recommendation of the Executive Committee, shall have the power to award Life Membership of the Association to any person who has at any time been a member of a member club or a delegate to the Association or an Officer of the Association who has given outstanding services to golf in the district.
- (b) A Life Member of the Association appointed under this constitution shall not be liable to payment of any fee or to make any contribution whatever to the funds of the Association by virtue of such membership.
- (c) Life Members by virtue of their membership may attend general meetings and be elected as Officers or Councilors of the Newcastle District Golf Association Incorporated and to assist the Executive Committee and Sub-Committee in their duties.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF THE
NEWCASTLE DISTRICT GOLF ASSOCIATION INCORPORATED**

(incorporated under the Associations Incorporation Act, 1984)

.....("the Applicant")
(full name of application)

of
(address)

hereby applies to become a member of the abovenamed incorporated Association. In the event of admission as a member, the applicant hereby agrees to be bound by the articles of the Association in force from time to time.

.....
Signature or Common Seal of applicant

Date: